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SEMS-RM DOCID # 1231552

Filed this 4th day of

May

A.D. 1978.

Commonwealth of Pennsylvania
Department of State*Darton C. Fields*
SECRETARY OF THE COMMONWEALTH-ec

Articles of Amendment
to the
Amended and Restated Articles of Incorporation
of
Colt Industries Inc

In compliance with the requirements of Section 806 of the Business Corporation Law, act of May 5, 1933 (P.L. 364), as amended, (15 P.S. § 1806), the undersigned Corporation, desiring to amend its Articles, does hereby certify under its corporate seal that:

1. The name of the Corporation is Colt Industries Inc;
2. The location in this Commonwealth of the Corporation's registered office is: c/o C T Corporation System, Oliver Building, Mellon Square, Pittsburgh, Pennsylvania 15222;
3. The Corporation was incorporated on March 12, 1976, under the act of May 5, 1933 (P.L. 364), as amended;
4. The meeting of the shareholders of the Corporation at which the amendment was adopted was held at 160 East Pearson Street at Water Tower Place, Chicago, Illinois at 10 a.m. on May 4, 1978; written notice of such meeting was given on or before March 28, 1978, by mailing such notice to shareholders of record as of March 17, 1978;
5. At the time of the meeting of shareholders at which the amendment was adopted there were 9,242,690 shares of the Corporation's capital stock outstanding and entitled to vote; of such shares, 8,048,530 shares of common stock were entitled to vote as a class;
6. At such meeting there were 7,570,626 shares of capital stock voted for such amendment and 146,074 shares of capital stock voted against such amendment; of the common stock, voting as a class, 6,287,279 shares were voted in favor of the amendment and 106,908 shares voted against such amendment; and
7. The amendment, adopted by the shareholders, is as follows:

RESOLVED, that Section 4.1 of the Amended and Restated Articles of Incorporation of the Corporation be and it hereby is amended to read as follows:

4.1. The total number of shares of stock of all classes which the Corporation shall have authority to issue is 32,935,662, of which 30,000,000 shares of the par value of \$1 each are to be of a class designated "Common Stock" and 2,935,662 shares of the par value of \$1 each are to be of a class designated "Serial Preferred Stock", provided that the number of shares of Serial Preferred Stock which the Corporation shall have authority to issue shall not exceed the sum of (a) the aggregate number of shares of the first five series of Serial Preferred Stock hereinafter provided for in Sections 4.15 through 4.20, inclusive, of this Article Fourth, plus (b) 1,633,298.

IN TESTIMONY WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 4th day of May 1978.

Colt Industries Inc.

by *[Signature]*
Vice President

Attest:

[Signature]
Assistant Secretary

(Corporate Seal)

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Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, in and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment and restatement of the Articles of Incorporation in their entirety of a business corporation organized under or subject to the provisions of that Law; and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

COLT INDUSTRIES INC.

Henceforth The "Articles," as defined in Article I of the Business Corporation Law, shall not include any prior documents;

Wherefore, Know Ye, That subject to the Constitution of this Commonwealth and under authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 4th day of May in the year of our Lord one thousand nine hundred and seventy-eight and of the Commonwealth the two hundred and second.

Barton A. Field

Secretary of the Commonwealth

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